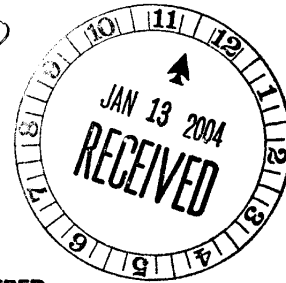




209850



January 13, 2004

Via Fax (202) 565-9004 and UPS Overnight Mail

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings

JAN 13 2004

Part of
Public Record

**Re: Finance Docket No. 34440; Union Pacific Railroad Company -- Temporary
Trackage Rights Exemption -- The Burlington Northern and Santa Fe
Railway Company**

Dear Mr. Williams:

We have discovered an inadvertent error in the notice of exemption and caption summary filed January 9, 2004 in the above proceeding. These documents erroneously state that the trackage rights are to expire on or about September 30, 2004. The correct expiration date is "on or about July 31, 2004." A corrected caption summary is attached.

An additional ten (10) copies of this letter and corrected caption summary are attached for the Board's files.

Very truly yours,

Robert T. Opal
General Commerce Counsel
Direct dial: 402/271-3072
Fax: 402/271-5610

cc: [Via Fax: (817) 352-2397]
Sarah Whitley Bailiff, Esq. - BNSF

Law Department

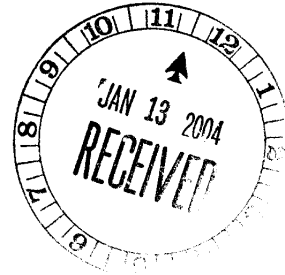
UNION PACIFIC RAILROAD
1416 Dodge Street, Rm. 830, Omaha, NE 68179-0001
fx: (402) 271-5610

EXHIBIT 3

**CAPTION SUMMARY
(Corrected)**

SURFACE TRANSPORTATION BOARD

**NOTICE OF EXEMPTION
FINANCE DOCKET NO. 34440**



**UNION PACIFIC RAILROAD COMPANY
-- TEMPORARY TRackage RIGHTS EXEMPTION --
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

The Burlington Northern and Santa Fe Railway Company has agreed to grant overhead trackage rights to Union Pacific Railroad Company for a total distance of approximately 2.09 miles between BNSF Milepost 474.1 near Marion, AR and BNSF Milepost 476.2 near Presley Junction, AR. The temporary trackage rights will be effective on January 16, 2004. The authorization will expire on or about July 31, 2004.

This Notice is filed under 49 C.F.R. § 1180.2(d)(8). Petitions to revoke the exemption under 49 U.S.C. § 10505(d) may be filed at any time. The filing of a petition to revoke will not stay the transaction.

Dated:
By the Board,

Vernon A. Williams,
Secretary

**UNION PACIFIC RAILROAD COMPANY
FACSIMILE TRANSMISSION**ENTERED
Office of Proceedings

JAN 13 2004

Part of
Public Record1416 Dodge Street
Omaha, NE 68179Law Department
Room 830**Deliver to:** Hon. Vernon A. Williams**Co./Dept:** Surface Transportation Board**Fax No.:** 202-565-9004**Date:** Tuesday, January 13, 2004**From:** Robert T. Opal**Phone:** (402) 271-3072

No. of Pages Transmitted 2 + Cover

**COMMENTS:** cc: Sarah Whitley Bailiff/BNSF [Via Fax: 817-352-2397]

Transmitting From

Fax No. (402) 271-5610
(402) 271-5625**IF YOU DO NOT RECEIVE ALL PAGES
CALL US AS SOON AS POSSIBLE
(402) 271-3072**

This facsimile message may be a privileged and confidential communication and is intended for the use of the person to whom it was sent. If you have received this message in error, please notify us immediately at (402) 271-3072. This message should not be disseminated or copied if you are not the intended recipient, but should be returned to the above address by mail or destroyed. THANK YOU.